



Mini Diamonds (India) Ltd.

DW-9020 Bharat Diamond Bourse, Bandra Kurla Complex, Bandra- East, Mumbai – 400051.
Email: accounts@minidiamonds.net Phone: 022 4964 1850, CIN: L36912MH1987PLC042515

Annexure V

Confirmation by the Managing Director

To,
The Chief General Manager
Listing Operation,
BSE Limited,
20th Floor, P.J.Towers,
Dalal Street,
Mumbai – 400 001.

Dear Sir,

Sub: Application for “In-principle approval” prior to issue and allotment of 60,00,000 convertible equity warrants on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

In connection with above application for in-principle approval, we hereby confirm and certify that:

1. The proposed allottees have not sold any shares of the company during the 90 trading days period prior to the relevant date i.e. April 11, 2025 (As per Regulation 161 of the ICDR Regulations, 2018 Relevant date is April 13, 2025 but it falls on Weekend therefore a date preceding weekend i.e. April 11, 2025 is taken as relevant date).
2. The allotment shall be in compliance with the provisions of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and amendments thereof.
3. The proposed allottees and the beneficial owner to proposed allottee have not been directly or indirectly, debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.
4. The equity shares to be issued on conversion of warrants shall rank *pari-passu* in all respects including dividend entitlement with the existing equity shares of the company.
5. The allotment of ~~equity shares/ warrants/ convertible securities~~ and equity shares issued on conversion of warrants/~~convertible securities~~ will be made only in dematerialized form and fully paid-up.
6. The lock-in of pre-preferential holding (if any) of the allottees would be further extended upto 90 trading days from the last date of trading approval from the Stock



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Exchange to be in compliance with Regulation 167 (6) of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018: **Not applicable**

7. The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42, Section 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013, and RBI requirements. Further, the company will comply with all legal and statutory formalities and no statutory authority has restrained the company from issuing these proposed securities.
8. The issuer is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the issuer are listed and the SEBI (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Board thereunder.
9. Offers have been made only to such persons whose names are recorded by the Company prior to the invitation to subscribe as per the requirements of Section 42 of the Companies Act, 2013
10. Total number of person to whom offer /invitation to subscribe to the securities has been made, including any previous offer/ invitation, is not more than 200 persons in aggregate in a financial year
11. Allotment w.r.t invitation made earlier of the security offered under present issue or any other kind of security made earlier have been completed ~~/ withdrawn /~~ **abandoned.**
12. Neither the proposed allottees, the beneficial owners to proposed allottees, issuer, its promoters and directors is a wilful defaulter as defined under Regulation 2 (1) (III) of SEBI (ICDR) Regulations, 2018 or a fraudulent borrower
13. None of the proposed allottees, the beneficial owners to proposed allottees, issuer, its promoters and directors is a fugitive economic offender as defined under Regulation 2(1) (p) of SEBI (ICDR) Regulations, 2018.
14. the issuer, its whole-time directors, person(s) responsible for ensuring compliance with the securities laws, its promoters and the companies which are promoted by any of them are not in violation of the provisions of Regulation 34 of the SEBI (Delisting of Equity Shares) Regulations, 2021.
15. The company, its promoters, its directors are not in violation of the restrictions imposed by SEBI under SEBI circular no. SEBI/HO/ MRD/DSA/CIR/P/2017/92 dated August 01, 2017.



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16. If the allottee(s) belong to promoter / promoter group, no person belonging to promoter(s) or the promoter group who has previously subscribed to warrants of the issuer has failed to exercise the warrants within the time period mandated for the same in the SEBI (ICDR) Regulations: Not Applicable
17. Consideration of specified securities, if paid in cash, shall be received from respective allottee's bank account.
18. The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MoA) and Article of Association (AoA) of the company. ~~It is further confirmed that for the proposed preferential issue, the price of the equity shares of the company has been determined in compliance with the valuation requirement as mentioned in the AoA of the company. (AOA of the company does not provide any valuation method.)~~
19. The Company does not have any outstanding dues to SEBI, stock exchanges or depositories.
20. Appointment of monitoring agency in terms of Regulation 162A of the SEBI ICDR Regulations is not applicable as the Issue Size is less than 100 crores.

For Mini Diamonds (India) Limited

Upendra N. Shah
Managing Director
DIN: 00748451